

TOWNSHIP OF WASHINGTON  
BERGEN COUNTY, NEW JERSEY

RESOLUTION No. 19-270

**RESOLUTION DETERMINING THE FORM AND OTHER DETAILS OF \$7,250,000 GENERAL BONDS OF 2019 OF THE TOWNSHIP OF WASHINGTON, IN THE COUNTY OF BERGEN, NEW JERSEY, AND PROVIDING FOR THEIR SALE.**

**BE IT RESOLVED BY THE TOWNSHIP COUNCIL OF THE TOWNSHIP OF WASHINGTON, IN THE COUNTY OF BERGEN, NEW JERSEY, AS FOLLOWS:**

Section 1. Terms of Bonds. The \$7,250,000 General Bonds of 2019 (the “Bonds”) of the Township of Washington, in the County of Bergen, New Jersey (the “Township”), referred to and described in the resolution adopted pursuant to the Local Bond Law of the State of New Jersey, by the Township Council of the Township on September 3, 2019, entitled “Resolution providing for the combination of certain issues of bonds of the Township of Washington, in the County of Bergen, New Jersey, into a single issue of General Bonds aggregating \$7,250,000 in principal amount” and authorized by certain bond ordinances of the Township therein described, shall be dated the date of delivery thereof, shall bear interest payable semi-annually on November 1 and May 1 in each year, commencing May 1, 2020, expressed in a multiple of 1/8 or 1/20 of 1%, shall mature in the principal amount of \$800,000 on November 1 in each of the years 2020 and 2021, \$750,000 on November 1, 2022, and \$700,000 on November 1 in each of the years 2023 to 2029, both inclusive and shall each bear a distinctive number to distinguish it from all other General Bonds of said issue.

Section 1. Book-Entry-Only Bonds. The Bonds shall be issued by means of a book-entry system with no physical distribution of bond certificates made to the public. The Bonds shall be issued in registered form and bond certificates for each maturity will be issued to The

Depository Trust Company, New York, New York (“DTC”), registered in the name of its nominee Cede & Co., and immobilized in its custody. A book-entry system will be employed, evidencing ownership of the Bonds in principal amount of \$5,000 or any \$1,000 increment in excess thereof, with transfers of ownership affected on the records of DTC and its participants pursuant to rules and procedures adopted by DTC and its participants. The successful bidder, as a condition to the delivery of the Bonds, will be required to deposit the bond certificates with DTC, registered in the name of Cede & Co. So long as Cede & Co. is the registered owner of the Bonds, principal and redemption price, if any, of and interest on the Bonds will be payable by the Township or its agent to DTC or its nominee as registered owner of the Bonds. The Bonds shall be executed in the name of the Township by the manual or facsimile signatures of its Mayor and its Chief Financial Officer, under the seal of the Township affixed, imprinted or otherwise reproduced thereon and attested by the manual signature of its Township Clerk.

Section 2. Redemption. The Bonds maturing prior to November 1, 2027 are not subject to redemption prior to maturity at the option of the Township. The Bonds maturing on or after November 1, 2027 are subject to redemption prior to maturity at the option of the Township upon notice as described below in whole or in part, in any order of maturity and by lot within a maturity if less than all the Bonds of such maturity are to be redeemed, on any date on or after November 1, 2026, at a redemption price equal to 100% of the principal amount thereof, together with interest accrued, if any, to the date fixed for redemption. Notice of redemption shall be given by first-class mail, postage prepaid, to the registered owners of the Bonds or portions thereof to be redeemed, not less than thirty (30) days nor more than sixty (60) days prior to the redemption date, but such mailing shall not be a condition precedent to such redemption and failure so to mail any such notice shall not affect the validity of any proceedings for the redemption of Bonds. If notice

of redemption shall have been given as aforesaid, the Bonds or portions thereof specified in said notice shall become due and payable at the redemption price on the redemption date therein designated and if, on the redemption date, moneys for payment of the redemption price of all the Bonds to be redeemed, together with interest to the redemption date, shall be available for such payment on said date, then from and after the redemption date interest on such Bonds shall cease to accrue and become payable. Less than all of a Bond in a denomination in excess of \$5,000 may be so redeemed, and in such case, upon the surrender of such Bond, there shall be issued to the registered owner thereof, without charge therefor, for the unredeemed balance of the principal amount of such Bond, Bonds of like designation, maturity and interest rate in any of the authorized denominations.

Section 3. Form of Bonds. The Bonds shall be in substantially the following form with such changes and modifications as may be required, necessary, convenient or desirable for delivery thereof:

**UNITED STATES OF AMERICA  
STATE OF NEW JERSEY**

**THE TOWNSHIP OF WASHINGTON,  
IN THE COUNTY OF BERGEN**

**GENERAL BOND OF 2019**

**Number:** R - G - \_\_\_\_

**Registered Owner:** Cede & Co

**Principal Amount:** \$ \_\_\_\_\_

**Dated Date:** November 1, 2019

**Interest Rate:** \_\_\_\_\_%

**Maturity Date:** November 1, \_\_\_\_\_

**CUSIP Number:** 940399

**THE TOWNSHIP OF WASHINGTON, IN THE COUNTY OF BERGEN** (the “Township”), a municipal corporation of the State of New Jersey, situate in said County of Bergen, hereby acknowledges itself indebted and for value received promises to pay to the above-stated Registered Owner or registered assigns, the above-stated Principal Amount on the above-stated Maturity Date upon presentation and surrender of this bond, and to pay to the registered owner hereof interest on such sum, from the date of this bond until it matures or is redeemed at the above-stated Interest Rate per annum payable semi-annually on May 1 and November 1 in each year, commencing May 1, 2020. Principal or redemption price, if any, of this bond will be paid in lawful money of the United States of America at the office of the Chief Financial Officer, Township Hall, 350 Hudson Avenue, Washington, New Jersey. Interest on this bond will be payable by check or draft mailed to the registered owner hereof whose name appears on the registration books of the Township on April 15 and November 1 next preceding each interest payment date.

This bond is transferable only upon the books of the Township kept for that purpose at the office of the Chief Financial Officer, Municipal Building, 350 Hudson Avenue, Washington, New Jersey (the “Transfer Agent”), by the registered owner hereof in person or by his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Transfer Agent duly executed by the registered owner or such duly authorized attorney, and thereupon the Township shall issue in the name of the transferee a new bond or bonds of the same aggregate principal amount and series, designation, maturity and interest rate as the surrendered bond. The Township, the Transfer Agent and any paying agent of the Township may treat and consider the person in whose name this bond is registered as the holder and absolute owner hereof for the purpose of receiving payment of, or on account of, the principal and interest due hereon and for all other purposes whatsoever.

This bond is one of an authorized issue of bonds and is issued pursuant to the Local Bond Law of the State of New Jersey, and as provided by resolution of the Township Council of the Township, entitled: "Resolution providing for the combination of certain issues of bonds of the Township of Washington, in the County of Bergen, New Jersey, into a single issue of General Bonds aggregating \$7,250,000 in principal amount", adopted on September 3, 2019 and the bond ordinances referred to therein.

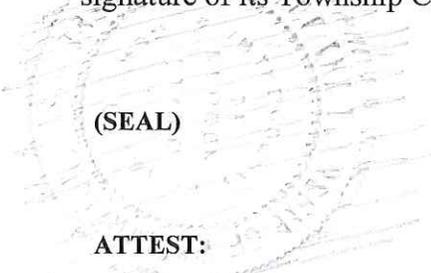
The bonds maturing prior to November 1, 2027 are not subject to redemption prior to maturity at the option of the Township. The bonds maturing on or after November 1, 2027 are subject to redemption prior to maturity at the option of the Township upon notice as described below in whole or in part, in any order of maturity and by lot within a maturity if less than all the bonds of such maturity are to be redeemed, on any date on or after November 1, 2026, at a redemption price equal to 100% of the principal amount thereof, together with interest accrued, if any, to the date fixed for redemption.

Notice of redemption shall be given by first-class mail, postage prepaid, to the registered owners of the bonds or portions thereof to be redeemed, not less than thirty (30) days nor more than sixty (60) days prior to the redemption date, but such mailing shall not be a condition precedent to such redemption and failure so to mail any such notice shall not affect the validity of any proceedings for the redemption of bonds. If notice of redemption shall have been given as aforesaid, the bonds or portions thereof specified in said notice shall become due and payable at the redemption price on the redemption date therein designated and if, on the redemption date, moneys for payment of the redemption price of all the bonds to be redeemed, together with interest to the redemption date, shall be available for such payment on said date, then from and after the redemption date interest on such bonds shall cease to accrue and become payable. Less than all of a bond in a denomination in excess of \$5,000 may be so redeemed, and in such case, upon the surrender of such bond, there shall be issued to the registered owner thereof, without charge therefor, for the unredeemed balance of the principal amount of such bond, bonds of like series, designation, maturity and interest rate in any of the authorized denominations.

The full faith and credit of the Township are hereby irrevocably pledged for the punctual payment of the principal or redemption price, if any, and interest on this bond according to its terms.

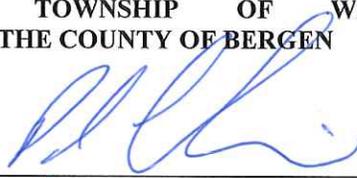
It is hereby certified and recited that all conditions, acts and things required by the Constitution or statutes of the State of New Jersey to exist, to have happened or to have been performed precedent to or in the issuance of this bond exist, have happened and have been performed, and that the issue of bonds of which this is one does not exceed any limitation imposed thereon by said Constitution or statutes.

IN WITNESS WHEREOF, THE TOWNSHIP OF WASHINGTON, IN THE COUNTY OF BERGEN has caused this bond to be executed in its name by the manual or facsimile signatures of its Mayor and its Chief Financial Officer, and its corporate seal to be affixed, imprinted or reproduced hereon, and this bond and said seal to be attested by the manual signature of its Township Clerk and this bond to be dated the above-stated Dated Date.



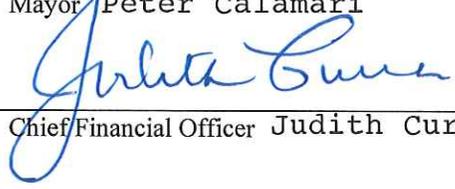
THE TOWNSHIP OF WASHINGTON,  
IN THE COUNTY OF BERGEN

By

  
\_\_\_\_\_  
Mayor Peter Calamari

ATTEST:

  
\_\_\_\_\_  
Township Clerk Susan Witkowski, RMC

  
\_\_\_\_\_  
Chief Financial Officer Judith Curran, CMFO

The following abbreviations, when used in the inscription on the face of this Bond, shall be construed as though they were written out in full according to applicable laws or regulations (additional abbreviations may also be used though not in the following list):

**TEN COM** - as tenants in common  
**TEN ENT** - as tenants by the entireties  
**JT TEN** - as joint tenants with right of survivorship and not as tenants in common

**UNIF GIFT MIN ACT**  
\_\_\_\_\_ Custodian \_\_\_\_\_  
(Cust) (Minor)  
under Uniform Gifts to Minors Act  
\_\_\_\_\_  
State

**ASSIGNMENT**

**FOR VALUE RECEIVED** the undersigned hereby sells, assigns and transfers unto

**PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE (FOR COMPUTER RECORD ONLY)**

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(Please Print or Typewrite Name and Address of Transferee)

the within Bond, and all rights thereunder, and hereby irrevocably constitutes and appoints \_\_\_\_\_ Attorney, to transfer the within Bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated: \_\_\_\_\_

**NOTICE:** The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Section 4. Sale of Bonds and Publication of Notice. The Bonds shall be sold upon electric bids submitted on either Grant Street Group's MuniAuction website or the PARITY® Electronic Bid System of i-Deal LLC (as shall be determined by the Chief Financial Officer of the Township after consultation with the Township auditor, financial advisor and bond counsel) on October 17, 2019 until 11:00 o'clock A.M. (or such other date or time as shall be determined by the Chief Financial Officer of the Township after consultation with the Township auditor, financial advisor and bond counsel) and the Township Clerk is hereby authorized and directed to (a) cause a notice of such sale to be published at least once, the first publication to be at least seven days prior to said sale in "*The Record*", a newspaper published in the County of Bergen, and circulating in the municipality, and (b) cause a summary of the notice of sale to be published at least once, the first publication to be at least seven days prior to said sale in "*The Bond Buyer*", a financial newspaper published and circulating in the City of New York, New York.

Section 5. Forms of Notices. Said notice of sale and said summary of notice of sale shall be in substantially the following forms, respectively, with such changes and modifications as may be approved by the Chief Financial Officer of the Township after consultation with the Township auditor, financial advisor and bond counsel:

## NOTICE OF SALE

### **THE TOWNSHIP OF WASHINGTON, IN THE COUNTY OF BERGEN, NEW JERSEY \$7,250,000 GENERAL BONDS OF 2019**

**ELECTRONIC BIDS** will be received by the Chief Financial Officer of the Township of Washington, in the County of Bergen, New Jersey (the "Township"), via the PARITY® Electronic Bid System ("PARITY®") of i-Deal LLC ("i-Deal") on **Thursday, October 17, 2019**, until 11:00 a.m., eastern time, at which time they will be publicly announced, for the purchase of \$7,250,000 General Bonds of 2019 (the "Bonds") of the Township due on November 1 as follows:

\$800,000 in each of the years 2020 and 2021, \$750,000 in 2022, and \$700,000 in each of the years 2023 to 2029, both inclusive.

Payment Dates. The Bonds will be dated the date of delivery thereof and will bear interest at the rate or rates per annum specified by the successful bidder therefor in accordance with this Notice of Sale payable on May 1 and November 1 in each year until maturity or earlier redemption, commencing May 1, 2020. The record dates for the payment of principal of and interest on the Bonds will be the April 15 and October 15 next preceding each such payment date.

Book-Entry Only. The Bonds will be issued in book-entry form only, initially in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000 or integral multiples of \$1,000 in excess thereof. Payments of principal or redemption price, if any, and interest will be made by the Township or its agent to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds.

Redemption. The Bonds maturing prior to November 1, 2027 are not subject to redemption prior to their stated maturities. The Bonds maturing on or after November 1, 2027 are subject to redemption prior to their stated maturities at the option of the Township upon mailed notice, as described in the resolution of the Township authorizing the Bonds, in whole or in part, in any order of maturity and by lot within a maturity if less than all the Bonds of such maturity are to be redeemed, on any date on or after November 1, 2026, at a redemption price equal to 100% of the principal amount thereof, together with interest accrued, if any, to the date fixed for redemption.

Bank Qualification. The Bonds **will** be designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

Interest Rate and Price Parameters. Each bid must specify in a multiple of one-eighth (1/8<sup>th</sup>) or one-twentieth (1/20<sup>th</sup>) of one percent (1%) the rate or rates of interest which the Bonds are to bear. Not more than one rate of interest may be specified for the Bonds of the same maturity. There is no limitation on the number of rates of interest that may be specified. The difference between the highest and the lowest rates of interest specified shall not exceed two percent (2%). No bid shall be considered that offers to pay an amount less than the principal amount of the Bonds offered for sale (i.e., \$7,250,000). Any bid premium must not exceed seven percent (7%) of the principal amount of the Bonds offered for sale (i.e., \$507,500). The Township may, and expects to, after the receipt of bids, adjust the maturity schedule of the Bonds, as set forth in more detail below.

Adjustment of Maturity Schedule. The Township may, and expects to, after the receipt of bids, adjust the maturity schedule of the Bonds, provided however, that (i) no maturity schedule adjustment shall exceed ten percent (10%) upward or downward of the principal for any maturity as specified herein, (ii) the

aggregate adjustment to the maturity schedule shall not exceed 10% upward or downward of the aggregate principal amount of the Bonds offered for sale and (iii) the aggregate principal amount of the Bonds, as adjusted, will not exceed \$7,250,000. The dollar amount bid by the successful bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of the Bonds to be issued. The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount and the original issue premium or discount, but will not change the per bond underwriter's discount, as calculated from the original bid, and the initial public offering prices required to be delivered to the Township.

Basis of Award. The Bonds will be awarded to the bidder on whose bid the total loan may be made at the lowest true interest cost. Such true interest cost shall be computed, as to each bid, by determining the interest rate, compounded semi-annually, necessary to discount the debt service payments to the date of the Bonds and to the price bid. If two (2) or more bidders offer the same lowest true interest cost, then the Bonds will be awarded to one (1) of such bidders selected by lot from among all such bidders. The right is reserved to reject any and all bids and, to the extent permitted by law, to waive any irregularity or informality in any bid.

Good Faith Deposit. Each bidder is required to deposit a certified or cashier's or treasurer's check drawn upon a bank or trust company payable to the order of the Township of Washington, in the County of Bergen, New Jersey, for \$145,000 (the "Deposit Amount"). In lieu of the foregoing, a bidder may deliver the Deposit Amount via a wire transfer of immediately available funds to the Township. Wiring instructions may be obtained by contacting the Township's Municipal Advisor, Phoenix Advisors, LLC (the "Municipal Advisor"), Sherry Tracey at [tracey@muniadvisors.com](mailto:tracey@muniadvisors.com) or (609) 291-0130. Such check or wire transfer must be received by the Chief Financial Officer of the Township at or before 11:00 a.m., eastern time, on the bid date at the Municipal Building, 350 Hudson Avenue, Washington, New Jersey, 07676-4799. No interest on the Deposit Amount will accrue to the successful bidder. The Deposit Amount will be applied in part payment for the Bonds or to secure the Township from any loss resulting from the failure of the successful bidder to comply with the terms of its bid.

Award and Closing. Award of the Bonds to the successful bidder, or rejection of all bids, is expected to be made promptly after receipt of the bids, but a bidder may not withdraw its bid until after 2:00 p.m., eastern time, of the day of such bid-receipt and then only if such award has not been made prior to the withdrawal. The Bonds will be delivered and shall be paid for in immediately available funds on or about November 1, 2019, at such place in Newark, New Jersey, and on such business day and at such hour, as the undersigned shall fix on five (5) business days' notice to the successful bidder, or at such other place and time as may be agreed upon with the successful bidder.

PARITY®. Each bid must be submitted via PARITY®. No bidder will see any other bidder's bid, nor will any bidder see the status of its bid relative to other bids (e.g., whether its bid is a leading bid). To the extent any instructions or directions set forth on PARITY® conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about PARITY®, potential bidders may contact PARITY® at i-Deal at (212) 404-8102. The Township may, but is not obligated to, acknowledge its acceptance in writing of any bid submitted electronically via PARITY®. Each bidder further agrees that: (1) if a bid submitted electronically via PARITY® is accepted by the Township, the terms of this Notice of Sale and the information that is electronically transmitted via PARITY® shall form a contract and the successful bidder shall be bound by the terms of such contract, (2) PARITY® is not an agent of the Township and the Township shall have no liability whatsoever based on any bidder's use of PARITY®, including but not limited to any failure by PARITY® to correctly or timely transmit information provided by the Township or information provided by the bidder, (3) the Township may choose to discontinue use of electronic bidding via PARITY® by issuing a notification to such effect via TM3 News Services, or by other available means, no later than 3:00 p.m., eastern time, on the last business date prior to the bid date, (4) once the bids are communicated electronically via PARITY® to the Township, each bid shall be deemed to be an irrevocable offer to purchase the Bonds on the terms provided in this Notice of Sale and (5) each bidder

shall be solely responsible to make necessary arrangements to access PARITY® for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Township nor i-Deal shall have any duty or obligation to provide or assure such access to any bidder, and neither the Township nor i-Deal shall be responsible for a bidder's failure to register to bid or for the proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, PARITY®. The Township is using PARITY® as a communication mechanism, and not as the Township's agent, to conduct the electronic bidding for the Bonds. By using PARITY®, each bidder agrees to hold the Township harmless for any harm or damages caused to such bidder in connection with its use of PARITY® for bidding on the Bonds.

Change in Federal Tax Law. The successful bidder may at its option refuse to accept the Bonds if prior to their delivery any income tax law of the United States of America shall provide that the interest thereon is taxable, or shall be taxable at a future date, for federal income tax purposes, and in such case the Deposit Amount paid by it will be returned and the successful bidder will be relieved of its contractual obligations arising from the acceptance of its bid.

Bond Insurance Option. If the Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of a bidder, any purchase of such insurance or commitment therefor shall be at the sole option and expense of the bidder and any increased costs of issuance of the Bonds resulting by reason of such insurance, unless otherwise paid, shall be paid by such bidder. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued shall not in any way relieve the successful bidder of its contractual obligations arising from the acceptance of its bid for the purchase of the Bonds.

Establishment of Issue Price (10% Test to Apply if Competitive Sale Requirements are Not Satisfied). The successful bidder shall assist the Township in establishing the issue price of the Bonds and shall execute and deliver to the Township at closing an "issue price" or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Bonds, together with the supporting pricing wires or equivalent communications, with such modifications as may be appropriate or necessary, in the reasonable judgment of the successful bidder, the Township and bond counsel to the Township. The form of such certificate is available from bond counsel to the Township.

The Township intends that the provisions of Section 1.148-1(f)(3)(i) of the Treasury Regulations (defining "competitive sale" for purposes of establishing the issue price of the Bonds) (in general, the "Treasury Regulations") will apply to the initial sale of the Bonds (the "competitive sale requirements") because: (1) the Township shall disseminate this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters, (2) all bidders shall have an equal opportunity to bid, (3) the Township may receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds and (4) the Township anticipates awarding the sale of the Bonds to the bidder who submits a firm offer to purchase the Bonds at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Bonds, as specified in the bid. Unless a bidder is purchasing the Bonds for its own account and not with a view to distribution or resale to the public, a bidder by submitting its bid represents that it is an underwriter of municipal bonds and notes that has an established industry reputation for underwriting new issuances of municipal bonds and notes.

In the event that the competitive sale requirements are not satisfied, the Township shall so advise the successful bidder and, unless the successful bidder is purchasing the Bonds for its own account and not with a view to distribution or resale to the public, the Township shall treat the first price at which ten percent (10%) of a maturity of the Bonds (the "10% test") is sold to the public as the issue price of that maturity,

applied on a maturity-by-maturity basis. The successful bidder shall advise the Township if any maturity of the Bonds satisfies the 10% test as of the date and time of the award of the Bonds. The Township will not require bidders to comply with the “hold-the-offering-price rule” described in the Treasury Regulations. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied. Bidders should prepare their bids on the assumption that all of the maturities of the Bonds will be subject to the 10% test in order to establish the issue price of the Bonds.

If the competitive sale requirements are not satisfied (unless the successful bidder is purchasing the Bonds for its own account and not with a view to distribution or resale to the public), then until the 10% test has been satisfied as to each maturity of the Bonds, the successful bidder agrees to promptly report to the Township the prices at which the unsold Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the closing date has occurred, until either (i) all Bonds of that maturity have been sold or (ii) the 10% test has been satisfied as to the Bonds of that maturity, provided that, the successful bidder’s reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the Township or bond counsel to the Township.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each third-party distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such third-party distribution agreement, as applicable, (A) to report the prices at which it sells to the public the unsold Bonds of each maturity allocated to it, whether or not the closing date has occurred, until either all Bonds of that maturity allocated to it have been sold or it is notified by the successful bidder that the 10% test has been satisfied as to the Bonds of that maturity, provided that, the reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the successful bidder, (B) to promptly notify the successful bidder of any sales of Bonds that, to its knowledge, are made to a purchaser who is a related party to an underwriter participating in the initial sale of the Bonds to the public (each such term being used as defined below) and (C) to acknowledge that, unless otherwise advised by the underwriter, dealer or broker-dealer, the successful bidder shall assume that each order submitted by the underwriter, dealer or broker-dealer is a sale to the public and (ii) any agreement among underwriters or selling group agreement relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter or dealer that is a party to a third-party distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such third-party distribution agreement to report the prices at which it sells to the public the unsold Bonds of each maturity allocated to it, whether or not the closing date has occurred, until either all Bonds of that maturity allocated to it have been sold or it is notified by the successful bidder or such underwriter that the 10% test has been satisfied as to the Bonds of that maturity, provided that, the reporting obligation after the closing date may be at reasonable periodic intervals or otherwise upon request of the successful bidder or such underwriter.

Sales of any Bonds to any person that is a related party to an underwriter participating in the initial sale of the Bonds to the public (each such term being used as defined below) shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale: (i) “public” means any person other than an underwriter or a related party, (ii) “underwriter” means (A) the successful bidder, (B) any person that agrees pursuant to a written contract with the successful bidder to form an underwriting syndicate to participate in the initial sale of the Bonds to the public and (C) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (B) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a third-party distribution agreement participating in the initial sale of the Bonds to the public), (iii) “related party” means any entity if an underwriter and such entity are subject, directly or indirectly, to (I) more than 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (II) more than 50% common ownership of their

capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another) or (III) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other) and (iv) "sale date" means the date that the Bonds are awarded by the Township to the successful bidder.

CUSIP Numbers. The Township's Municipal Advisor will apply for CUSIP identification numbers with respect to the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for the failure or refusal of the successful bidder to accept delivery of and pay for the Bonds. The CUSIP Service Bureau charge for the assignment of CUSIP numbers on the Bonds shall be the responsibility of and shall be paid for by the successful bidder.

Initial and Continuing Disclosure. A preliminary official statement (the "Preliminary Official Statement") relating to the Bonds is available at [www.munihub.com](http://www.munihub.com) and the Preliminary Official Statement is deemed final as of its date by the Township for purposes and within the meaning of Rule 15c2-12 of the Securities and Exchange Commission. A final official statement (the "Official Statement") will be delivered to the successful bidder within seven (7) business days of the award of the Bonds. In order to assist bidders in complying with said Rule 15c2-12, the Township will undertake to provide certain continuing disclosure as further described in the Preliminary Official Statement.

Legal Opinion and Closing Documents. The successful bidder will be furnished, without cost, with the approving opinion of the law firm of Hawkins Delafield & Wood LLP, bond counsel to the Township, to the effect that the Bonds are valid and legally binding obligations of the Township and, unless paid from other sources, are payable from ad valorem taxes levied upon all the taxable property therein without limitation as to rate or amount. The obligations under this Notice of Sale to deliver or accept the Bonds pursuant to this Notice of Sale shall be conditioned on the availability to the successful bidder and delivery at the time of delivery of the Bonds of the said approving opinion and of certificates in form and tenor satisfactory to said law firm evidencing the proper execution and delivery of the Bonds and receipt of payment therefor and including a statement, dated as of the date of such delivery, to the effect that, except as may be disclosed in the Official Statement, there is no litigation pending or (to the knowledge of the signer or signers thereof) threatened relating to the Bonds.

Postponement and Adjustments. The Township reserves the right to postpone, from time to time, the date and time established for receipt of bids and the right to adjust the maturity schedule of the Bonds. Any such postponement or adjustment will be published on TM3 News Services, or by other available means, not less than twenty-four (24) hours prior to the sale. If any date fixed for the receipt of bids and the sale of the Bonds is postponed, an alternative sale date will be announced via TM3 News Services, or by other available means, at least forty-eight (48) hours prior to such alternative sale date.

Availability of Information. Additional information regarding the sale, may be obtained from Hawkins Delafield & Wood LLP, bond counsel to the Township, One Gateway Center, Newark, New Jersey, 07102-5311 (Telephone: 973-642-8584) or the Township's Municipal Advisor, Sherry Tracey, 625 Farnsworth Avenue, Bordentown, New Jersey 08505 (Telephone: 609-291-0130).

**SUSAN WITKOWSKI**  
Township Clerk  
Dated: October 3, 2019

**SUMMARY OF NOTICE OF SALE**

**THE TOWNSHIP OF WASHINGTON,  
IN THE COUNTY OF BERGEN, NEW JERSEY**

**\$7,250,000 GENERAL BONDS OF 2019**

**ELECTRONIC BIDS** for the above-described bonds (the “Bonds”) will be received by the Chief Financial Officer of the Township of Washington, in the County of Bergen, New Jersey (the “Township”), via the PARITY® Electronic Bid System of i-Deal LLC on **Thursday, October 17, 2019**, until 11:00 a.m., eastern time. As described in the full Notice of Sale, a good faith check or a wire transfer must be received by the Chief Financial Officer of the Township prior to or simultaneously with the submission of a bid. The Bonds shall mature on November 1 as follows:

\$800,000 in each of the years 2020 and 2021, \$750,000 in 2022, and \$700,000 in each of the years 2023 to 2029, both inclusive.

The Bonds will be dated the date of delivery thereof and will bear interest payable on May 1 and November 1 in each year until maturity, commencing May 1, 2020, at the rate or rates per annum specified, in multiples of one-eighth (1/8<sup>th</sup>) or one-twentieth (1/20<sup>th</sup>) of one percent (1%), by the successful bidder in accordance with the full Notice of Sale. The Bonds will be issued in book-entry form only and **will** be designated as “qualified tax-exempt obligations” for purposes of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended. The Bonds are subject to redemption prior to their stated maturities at the option of the Township in accordance with the full Notice of Sale.

Copies of the full Notice of Sale and the Preliminary Official Statement will be available at [www.munihub.com](http://www.munihub.com) and may also be obtained by contacting Hawkins Delafield & Wood LLP, bond counsel to the Township, One Gateway Center, Newark, New Jersey, 07102-5311 (Telephone: 973-642-8584) or the Township’s Municipal Advisor, Sherry Tracey, 625 Farnsworth Avenue, Bordentown, New Jersey 08505 (Telephone: 609-291-0130).

**SUSAN WITKOWSKI**  
Township Clerk  
Dated: October 3, 2019

Section 6. Additional Matters Contained in Bonds. The Chief Financial Officer is hereby authorized and, if necessary or advisable in the opinion of Hawkins Delafield & Wood LLP, directed (a) to cause the applicable CUSIP numbers (if any) assigned for each of said bonds by the CUSIP Service Bureau of Standard & Poor's Corporation of New York, New York, to be printed on the Bonds, and (b) to cause, in the event that the Bonds shall qualify for issuance of any policy of municipal bond insurance, at the option of the purchaser thereof, such legend or reference (if any) of such insurance to be printed (at the expense of such purchaser) on the Bonds in such form as shall be satisfactory to Hawkins Delafield & Wood LLP.

Section 7. Delivery of Related Documents. Upon the date of issue of the Bonds, being the date of delivery of the Bonds to the successful bidder and the payment of the purchase price thereof in accordance with the contract of sale, the Chief Financial Officer is hereby authorized and directed, as of the date of issue, to deliver to said bidder (a) an arbitrage and use of proceeds certificate with respect to the Bonds in such form as shall be satisfactory to Hawkins Delafield & Wood LLP under and for the purposes of Section 148 of the Internal Revenue Code of 1986, as amended to said date of issue (the "Code"), (b) an undertaking to provide continuing disclosure in order to assist said bidder in complying with Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c2-12") in a form satisfactory to Hawkins Delafield & Wood LLP and (c) such other documents as may be useful, necessary, convenient or desirable in connection with the issuance of the Bonds.

Section 8. Delegation of Power to Award Bonds. The Township Council of the Township, as the governing body thereof, does by this resolution designate the Chief Financial Officer of the Township, or such other Township official as may be deemed appropriate (the "Chief Financial Officer"), to sell and award the Bonds in accordance with the advertised terms of public sale. The Chief Financial Officer or other Township official making such sale shall report in writing to this governing body at its next meeting thereafter as to the principal amount, interest rate and maturities of the Bonds sold, the price obtained and the name of the purchaser. The Chief

Financial Officer or other Township official is hereby further authorized and directed to do and accomplish all matters and things necessary or desirable to accomplish the sale of the Bonds including, after consultation with the Township auditor and bond counsel, (a) adjusting the maturity schedule of the Bonds and (b) postponing and rescheduling from time to time the sale of the Bonds in accordance with the provisions set forth in the notice of sale and as provided by law.

Section 9. Bank-Qualified Designation. The Bonds are hereby designated as “qualified tax-exempt obligations” pursuant to and for the purposes of Section 265(b)(3) of the Code, or to the extent the Bonds refund other obligations of the Township, the Bonds are “qualified tax-exempt obligations” pursuant to Section 265(b)(3)(D)(iii) of the Code. Not more than \$10,000,000 of obligations, including the Bonds, of the Township and all subordinate entities thereof are expected to be designated by the Township for purposes of Section 265(b)(3) of the Code. As of the date hereof, the reasonably anticipated amount of tax-exempt obligations (other than private activity bonds, as referred to and defined in Section 141 of the Code and current refundings of other obligations of the Township), which will be issued by the Township and all subordinate entities thereof during the 2019 calendar year does not exceed \$10,000,000.

Section 10. Preliminary Official Statement. All action taken to date by the officials, employees and agents of the Township with respect to the issuance of the Bonds, including the preparation of a Preliminary Official Statement with respect thereto be and the same hereby are approved, ratified, adopted and confirmed and the Chief Financial Officer of the Township is hereby authorized to deliver said Preliminary Official Statement for its use in the sale, resale and distribution of the Bonds. The Chief Financial Officer of the Township or such other Township official as may be appropriate is hereby authorized and directed to deem said Preliminary Official Statement final as of its date for purposes and within the meaning of Rule 15c2-12.

Section 11. Final Official Statement. The execution, delivery and dissemination of a final Official Statement in substantially the same form as said Preliminary Official Statement

with such changes, insertions and omissions as may be approved by the Chief Financial Officer of the Township with respect to the issuance of the Bonds by and on behalf of the Township, is hereby authorized, and the Chief Financial Officer of the Township or such other Township official as may be deemed appropriate is hereby authorized and directed to execute the same in the name and on behalf of the Township Council and is further authorized to deliver said final Official Statement in executed form for its use in the sale, resale and distribution of the Bonds. The execution of said final Official Statement by the Chief Financial Officer of the Township or such other Township official as may be deemed appropriate shall be conclusive evidence of any approval required hereby.

Section 12. Actions to be Taken on Behalf of the Township. The Township Administrator, the Chief Financial Officer of the Township and the Township Clerk are hereby authorized to do all matters necessary, useful, convenient or desirable to accomplish the sale and delivery of the Bonds, including without limitation matters relating to the provision of electronic bids for the Bonds and the obtaining of a credit rating for the Bonds.

Section 13. Prior Action. All action heretofore taken by Township officials and professionals relating to the sale of the Bonds is hereby ratified, confirmed, adopted and approved.

Section 14. Effective Date. This resolution shall take effect immediately.

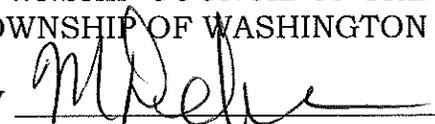
ATTEST:

  
Susan Witkowski,  
Township Clerk

APPROVED:

TOWNSHIP COUNCIL OF THE  
TOWNSHIP OF WASHINGTON

BY

  
Michael DeSena  
Council President

DATED: September 3, 2019

MOTION		SECOND		COUNCIL	AYES	NAYES	ABSTAIN	ABSENT
Bruno	x	Bruno		Bruno	X			
Cascio		Cascio		Cascio	X			
Cumming		Cumming	x	Cumming	X			
DeSena		DeSena		DeSena	X			
Ullman		Ullman		Ullman	X			